

Instructions for Completing the Restated Articles of Incorporation Nonprofit Mutual Benefit Corporation to Stock Corporation (Form RST MU-GS)

To change from a Nonprofit Mutual Benefit Corporation to a General Stock Corporation, the corporation must file Restated Articles of Incorporation that meet the requirements of California Corporations Code sections 202 and 7813.5. Form RST MU-GS has been created for ease in filing, however, any format meeting statutory requirements may be used.

- Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs.
- You must file a new Statement of Information (Form SI-550) after filing this Restated Articles of Incorporation (RST MU-GS) to change the Corporation's business address(es), or to provide the name or address of a director, officer or agent for service of process, which can be filed online at bizfile.sos.ca.gov.
- To file this Form RST MU-GS, the Nonprofit Mutual Benefit Corporation must be active on the records of the California Secretary of State. To check the status of the Nonprofit Mutual Benefit Corporation, go to BusinessSearch.sos.ca.gov.

Fees:

- **Filing Fee:** The fee for filing the Restated Articles of Incorporation (Form RST MU-GS) is **\$70.00**.
- **Faster Service Fee:**
 - Counter and guaranteed expedite services are available only for documents *submitted in person (drop off) to our Sacramento office*.
 - **Counter Drop Off:** A separate, non-refundable **\$15.00** counter drop off fee is required if you submit in person (drop off) your completed document at our Sacramento office. The \$15.00 counter drop off fee provides priority service over documents submitted by mail. The special handling fee is not refundable whether the document is filed or rejected.
 - **Guaranteed Expedite Drop Off:** For more urgent submissions, documents can be processed within a guaranteed timeframe for a non-refundable fee instead of the counter drop off fee. For detailed information about this faster processing service through our Preclearance and Expedited Filing Services, go to www.sos.ca.gov/business/be/service-options.

Copies: Upon filing, we will return one (1) plain copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee. To obtain additional copies or certified copies of this filed Restated Articles of Incorporation, include payment for copy fees and certification fees at the time the Restated Articles of Incorporation is submitted. Additional copy fees are \$1.00 for the first page and \$.50 for each attachment page. For certified copies, there is an additional \$5.00 certification fee, per copy.

Payment Type: Check(s) or money orders should be made payable to the Secretary of State. **Do not send cash by mail.** If submitting the document in person in our Sacramento office, payment also may be made by credit card (Visa or MasterCard).

Processing Times: For current processing times, go to www.sos.ca.gov/business/be/processing-times.

Type or legibly print in black or blue ink. **Complete the Restated Articles of Incorporation (Form RST MU-GS) as follows:**

| Item | Instruction | Tips |
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| 1a. | Enter the name of the Nonprofit Mutual Benefit Corporation exactly as it appears on the records of the California Secretary of State including the entity ending, punctuation and abbreviations (ex.: "Jones & Company, Inc." or "Smith, Incorporated"). | <ul style="list-style-type: none"> • To ensure you have the exact name of the Nonprofit Mutual Benefit Corporation, look to your registration document filed with the California Secretary of State and any name change amendments. |

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| <p>1b.</p> | <p>Enter the 7-digit Entity (File) Number issued to the Nonprofit Mutual Benefit Corporation by the California Secretary of State at the time of registration.</p> | <ul style="list-style-type: none"> • The 7-digit Entity (File) Number is provided by the Secretary of State above the file stamp at the top of the Nonprofit Mutual Benefit Corporation’s registration document filed with the California Secretary of State. • To ensure you have the correct Entity (File) Number of the Nonprofit Mutual Benefit Corporation, look to your registration document filed with the California Secretary of State and any name change amendments. • Secretary of State Records can be accessed online through our Business Search at BusinessSearch.sos.ca.gov. While searching the Business Search, be sure to identify your Nonprofit Mutual Benefit Corporation correctly including the jurisdiction that matches your corporation. • If you cannot locate your Secretary of State Entity (File) Number of the Nonprofit Mutual Benefit Corporation, please leave item 1b blank. |
| <p>I.</p> | <p>If you are changing the name of the Corporation listed in Item 1a, enter the new name of the Corporation exactly as you want it is to appear on the records of the California Secretary of State including the entity ending, if any (ex.: “Jones & Company, Inc.” or “Smith Construction, Incorporated”). If you are not changing the name of the corporation, please list the name exactly as it appears on the records of the Secretary of State including the entity ending, punctuation and abbreviation (as you did in item 1a).</p> | <ul style="list-style-type: none"> • There are legal limitations on what name can be used for the Corporation. For general corporation name requirements and restrictions or for information on reserving a corporation name prior to submitting Form RST MU-GS, go to http://www.sos.ca.gov/business-programs/business-entities/name-availability. • A preliminary search of corporation names already of record can be made online through our Business Search at BusinessSearch.sos.ca.gov. Please note: The Business Search is not intended to serve as a formal name availability search. For information on checking or reserving a name, go to http://www.sos.ca.gov/business-programs/business-entities/name-availability. • A name reservation is not required to submit Form RST MU-GS. • There is no requirement that you change your name when changing from a nonprofit mutual benefit corporation to a general stock corporation unless the entity name would be misleading when used by a general stock corporation (e.g. the name included the words “a nonprofit mutual benefit corporation”). |

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| II. | <p>Enter the number of shares the Corporation is authorized to issue.</p> <p>Do not leave blank or enter zero (0).</p> | <ul style="list-style-type: none"> • The Corporation must authorize at least 1 share but can authorize any number of shares. • This form only may be used for a single class of shares. If the Corporation needs a multiple share structure, you must compose your own Restated Articles of Incorporation. • Before shares of stock are sold or issued, the Corporation must comply with the Corporate Securities Law of 1968 administered by the California Department of Business Oversight. For more information, go to www.dbo.ca.gov or call the California Department of Business Oversight at (866) 275-2677. |
| III. | <p>You must indicate what will happen to the Nonprofit Mutual Benefit Corporation's outstanding membership interests, if any, upon changing to a stock corporation or indicate that no membership interests are outstanding at the time of filing this document.</p> <p>Only one box may be checked.</p> | <ul style="list-style-type: none"> • If the Corporation is converting each one outstanding membership interest into one share of common stock of the corporation, make sure there are enough authorized shares in Item 4 to cover the number of membership interests. |
| IV. | <p>The purpose statement is required. The incorporation of any attachments is required in the event that attachment pages are included setting forth additional provisions.</p> <p>Do not alter.</p> | |
| 3a | <p>The voting statement of the board of directors is required.</p> <p>Do not alter.</p> | |
| 3b. | <p>If the mutual benefit corporation has outstanding membership interests, you must indicate that these members voted to approve the Restated Articles of Incorporation in accordance with the requirements of law. If the mutual benefit corporation does not have outstanding membership interests, you must indicate the mutual benefit corporation had no members, to clarify that member approval was not required.</p> | <ul style="list-style-type: none"> • Only check one box. • If the corporation has outstanding membership interests and the members voted to approve the Restated Articles of Incorporation in accordance with California Corporations Code section 7812, 7813 and 7819, check the first box. Sections 7812, 7813 and 7819 set forth the approvals required for various amendment and restatement provisions and should be consulted to determine the voting requirements for your corporation. • If the corporation does not have outstanding membership interests, check the second box. |

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| Signature | <ul style="list-style-type: none"> • Date, sign and type or print the name of the signor(s). • Form RST MU-GS must be signed by the President and Secretary of the Nonprofit Mutual Benefit Corporation. • Do not use a computer generated signature. | <ul style="list-style-type: none"> • Multiple Form RST MU-GSs with different signatures will be returned without being filed – use only one form. <p>If you need more space for signatures:</p> <ul style="list-style-type: none"> - Place the additional signatures on only one side of a standard letter-sized piece of paper (8 1/2" x 11") clearly marked as an attachment to Form LLC-1 and attach the extra page(s) to the completed Form LLC-1. - All attachments are part of this document. |
| Additional Article Provisions (If Desired) | <ul style="list-style-type: none"> • You are not required to but may include additional article provisions on a separate sheet of paper. If applicable, list other article provisions on only one side of a standard letter-sized piece of paper (8 1/2" x 11"), clearly marked as an attachment to Form RST MU-GS and attach the extra page(s) to the completed Form RST MU-GS. The additional articles provisions should be labeled consecutively beginning with Article V. • Include any additional stock corporation provisions desired by the Corporation. • You only can include provisions that would be permitted in initial Articles of Incorporation for a California stock corporation, except you cannot include the business addresses or the name and address of the agent for service of process or names and addresses of directors or officers. | <ul style="list-style-type: none"> • To change the Corporation's business address(es), or to change the names or addresses of the Corporation's director's, officer(s) or agent for service of process, you must file a Statement of Information (Form SI-550) after filing this Restated Articles of Incorporation (Form RST MU-GS), which can be filed online at bizfile.sos.ca.gov. • Even if there are no changes to the business addresses, officers, directors or agent for service of process, once Form RST MU-GS is filed, it is recommended that the Corporation file a new Statement of Information for the General Stock Corporation (Form SI-550) which can be filed online at bizfile.sos.ca.gov. |

Mail Submission Cover Sheet (Optional): To make it easier to receive communication related to **this document**, including the copy of the filed document, complete the Mail Submission Cover Sheet. For the Return Address: enter the name of a designated person and/or company and the corresponding mailing address. Please note the Mail Submission Cover Sheet will be treated as correspondence and will not be made part of the filed document.

Where to File: Completed forms along with the applicable fees can be mailed to Secretary of State, Business Entities Filings, P.O. Box 944260, Sacramento, CA 94244-2260 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, Sacramento, CA 95814.

Legal Authority: General statutory filing provisions are found in Sections 201-213 and [7813.5](#). All statutory references are to the California Corporations Code, unless otherwise stated.

Statement of Information: Once Form RST MU-GS is filed, you must file a Statement of Information (Form SI-550) within 90 days and **every year** thereafter during the applicable filing period. The applicable filing period is the calendar month in which the Restated Articles of Organization were filed and the immediately preceding five calendar months. (Section [1502](#).) Note: General Stock Corporations must file a

Statement of Information every year rather than every two years. For faster service, Statements of Information may be filed online at bizfile.sos.ca.gov.

Additional Resources: For a list of other agencies you may need to contact to ensure proper compliance, go to www.sos.ca.gov/business/be/resources.

Note: The California Secretary of State does not license Corporations. For licensing requirements, please contact the city and/or county where the principal place of business is located and/or the state agency with jurisdiction over the activities of the Corporation.



**Secretary of State
Restated Articles of Incorporation
Nonprofit Mutual Benefit Corporation
to General Stock Corporation**

**RST
MU-GS**

IMPORTANT — [Read Instructions](#) before completing this form.

Filing Fee – \$70.00

Copy Fees – First page \$1.00; each attachment page \$0.50;
Certification Fee - \$5.00

Note: You must file a Statement of Information (Form SI-550) to change the Corporation's business address(es) or to change the name or address of the Corporation's agent for service of process, which can be filed online at bizfile.sos.ca.gov.

Above Space For Office Use Only

The undersigned certify that:

1. They are the President and Secretary of the following corporation:

1a. Current Corporation Exact Name (Enter the exact name on file with the California Secretary of State.)

1b. 7-Digit Secretary of State Entity (File) Number, if Known (Enter the exact 7-Digit Entity (File) Number issued by the California Secretary of State. If you do not know the Secretary of State Entity (File) Number, leave this space blank.)

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

I. Corporation Name ([See Instructions](#) –If you are changing the name of your Corporation on file with the California Secretary of State, list the new proposed name. List the proposed new Corporation name exactly as it is to appear on the records of the California Secretary of State. If you are not changing the name, please list the name exactly as it currently appears on the records of the California Secretary of State.)

The Name of the Corporation is:

II. Authorized Shares (Enter the **number of shares** the corporation is authorized to issue. **Do not** leave blank or enter zero (0).)

The Corporation is authorized to issue only one class of shares of stock.
The total number of shares which this corporation is authorized to issue is _____.

III. Impact to Existing Membership Interests, If Any (Check only one box.)

- The corporation currently has outstanding membership interests and upon the filing of these Restated Articles of Incorporation each outstanding membership interest shall be canceled without consideration.
- OR
- The corporation currently has outstanding membership interests and upon the filing of these Restated Articles of Incorporation each one outstanding membership interest shall be converted into one share of common stock of the corporation.
- OR
- The corporation has no outstanding membership interests at the time of filing of these Restated Articles of Incorporation.

IV. Purpose Statement and Incorporation of Any Attachments (Do not alter Purpose Statement.)

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code. Any attachment pages that may be filed along with this Form RST MU-GS are hereby incorporated by reference as if fully set forth herein.

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3. Approvals (For membership approval, check only one box.)

3a. The Restated Articles of Incorporation has been approved by the board of directors.

3b. Member approval was **(check one)**:

By the required vote of the members in accordance with California Corporations Code sections 7812, 7813 and 7819.

OR

Not required because the corporation has no members.

Signatures ([See instructions](#) for signature requirements. Note: Both lines must be signed)

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate and attachments hereto, if any are true and correct of our own knowledge.

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| Date | Signature | Type or Print Name of President |
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| Date | Signature | Type or Print Name of Secretary |
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